

Senate Study Bill 3020 - Introduced

SENATE FILE _____
BY (PROPOSED COMMITTEE ON
STATE GOVERNMENT BILL BY
CHAIRPERSON SMITH)

A BILL FOR

1 An Act relating to the powers and duties of the secretary of
2 state to produce and publish forms for use by persons filing
3 certain documents or records.
4 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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DIVISION I
PARTNERSHIPS

Section 1. NEW SECTION. 486A.1201A Forms.

The secretary of state may produce and publish a form for any document required to be filed under this chapter, including as described in section 486A.1201.

DIVISION II
LIMITED PARTNERSHIPS

Sec. 2. Section 488.116, subsection 3, Code 2018, is amended to read as follows:

3. A registered agency agent for service of process is terminated on the date on which the statement of resignation was filed with the secretary of state.

Sec. 3. Section 488.206, subsection 1, unnumbered paragraph 1, Code 2018, is amended to read as follows:

A record authorized or required to be delivered to the secretary of state for filing under this chapter must be captioned to describe the record's purpose, contain the information required by this chapter but may include other information as well, and be in a medium permitted by the secretary of state. The ~~document~~ record must be typewritten or printed. If the ~~document~~ record is electronically transmitted, it must be in a format that can be retrieved or reproduced in typewritten or printed form. The ~~document~~ record must be delivered to the office of the secretary of state for filing. Delivery may be made by electronic transmission if and to the extent permitted by the secretary of state. The secretary of state may adopt rules for the electronic filing of ~~documents~~ a record and the certification of an electronically filed ~~documents~~ record. If ~~it~~ a record is filed in typewritten or printed form and not transmitted electronically, the secretary of state may require an exact or conformed copy to be delivered with the ~~document~~ record. Unless the secretary of state determines that a record does not comply with the filing requirements of this chapter, and if all filing fees have been

1 paid, the secretary of state shall file the record and perform
2 all of the following:

3 Sec. 4. Section 488.206, subsections 4 and 5, Code 2018, are
4 amended to read as follows:

5 4. If the secretary of state refuses to file a ~~document~~
6 record, the secretary of state shall return it to the
7 limited partnership or foreign limited partnership or its
8 representative, together with a brief, written explanation of
9 the reason for the refusal.

10 5. The secretary of state's duty to file ~~documents~~ a record
11 under this section is ministerial. Filing or refusing to file
12 a ~~document~~ record does not do any of the following:

13 a. Affect the validity or invalidity of the ~~document~~ record
14 in whole or part.

15 b. Relate to the correctness or incorrectness of information
16 contained in the ~~document~~ record.

17 c. Create a presumption that the ~~document~~ record is valid or
18 invalid or that information contained in the ~~document~~ record
19 is correct or incorrect.

20 Sec. 5. NEW SECTION. 488.206A Forms.

21 The secretary of state may produce and publish a form for any
22 record required to be filed under this chapter, including as
23 described in section 488.206.

24 Sec. 6. Section 488.1206, subsection 1, unnumbered
25 paragraph 1, Code 2018, is amended to read as follows:

26 The secretary of state shall collect the following fees
27 when the ~~documents~~ records described in this subsection are
28 delivered to the ~~secretary's~~ office of the secretary of state
29 for filing:

30 Sec. 7. Section 488.1206, subsection 1, paragraph p, Code
31 2018, is amended to read as follows:

32 p. Any other ~~document~~ record required or
33 permitted to be filed \$ 5

34 Sec. 8. Section 488.1206, subsection 3, unnumbered
35 paragraph 1, Code 2018, is amended to read as follows:

1 The secretary of state shall collect the following fees
2 for copying and certifying the copy of any filed ~~document~~
3 record relating to a limited partnership or foreign limited
4 partnership:

5 DIVISION III

6 LIMITED LIABILITY COMPANIES

7 Sec. 9. Section 489.117, subsection 1, unnumbered paragraph
8 1, Code 2018, is amended to read as follows:

9 The secretary of state shall collect the following fees when
10 ~~documents~~ records described in **this subsection** are delivered to
11 the ~~secretary's~~ office of the secretary of state for filing:

12 Sec. 10. Section 489.117, subsection 1, paragraph u, Code
13 2018, is amended to read as follows:

14 u. Any other ~~document~~ record required or
15 permitted to be filed by **this chapter**..... \$ 5

16 Sec. 11. Section 489.117, subsection 3, unnumbered
17 paragraph 1, Code 2018, is amended to read as follows:

18 The secretary of state shall collect the following fees for
19 copying and certifying the copy of any filed ~~document~~ record
20 relating to a domestic or foreign limited liability company:

21 Sec. 12. **NEW SECTION. 489.205A Forms.**

22 The secretary of state may produce and publish a form for a
23 record required to be filed under this chapter, including as
24 described in section 489.205.

25 Sec. 13. Section 489.1008, subsection 1, paragraph a,
26 subparagraph (6), Code 2018, is amended to read as follows:

27 (6) All ~~documents~~ records required to be filed with the
28 secretary of state in accordance with the governing statute of
29 the converted organization to effectuate the conversion.

30 DIVISION IV

31 BUSINESS CORPORATIONS

32 Sec. 14. Section 490.120, subsection 8, Code 2018, is
33 amended by striking the subsection.

34 Sec. 15. **NEW SECTION. 490.120A Forms.**

35 The secretary of state may produce and publish a form for any

1 document required to be filed under this chapter, including as
2 described in section 490.120.

3 Sec. 16. REPEAL. Section 490.121, Code 2018, is repealed.

4 DIVISION V
5 CORPORATIONS FOR PECUNIARY PROFIT

6 Sec. 17. NEW SECTION. **491.28A Forms.**

7 The secretary of state may produce and publish a form for any
8 document required to be filed under this chapter, including as
9 described in section 491.20, 491.23, or 491.28.

10 DIVISION VI
11 PROFESSIONAL CORPORATIONS

12 Sec. 18. Section 496C.3, Code 2018, is amended to read as
13 follows:

14 **496C.3 Applicability of Iowa business corporation Act.**

15 The Iowa business corporation Act, **chapter 490**, shall
16 be construed as part of **this chapter** and shall apply to
17 professional corporations, including, but not limited to, their
18 organization, documents and reports, forms, fees, authority,
19 powers, rights, and the regulation and conduct of their
20 affairs. The provisions of the Iowa business corporation Act,
21 chapter 490, on foreign corporations shall apply to foreign
22 professional corporations. The provisions of **this chapter**
23 shall prevail over any inconsistent provisions of the Iowa
24 business corporation Act, **chapter 490**, or any other law.

25 DIVISION VII
26 TRADITIONAL COOPERATIVES

27 Sec. 19. Section 499.2, Code 2018, is amended by adding the
28 following new subsection:

29 NEW SUBSECTION. 5A. "*Document*" means information that
30 is inscribed on a tangible medium or that is stored in an
31 electronic or other medium and is retrievable in perceivable
32 form.

33 Sec. 20. NEW SECTION. **499.44A Forms.**

34 The secretary of state may produce and publish a form for any
35 document required to be filed under this chapter, including as

1 described in section 499.44.

2 DIVISION VIII

3 CLOSED COOPERATIVES

4 Sec. 21. Section 501.101, Code 2018, is amended by adding
5 the following new subsection:

6 NEW SUBSECTION. 5A. "*Document*" means information that
7 is inscribed on a tangible medium or that is stored in an
8 electronic or other medium and is retrievable in perceivable
9 form.

10 Sec. 22. NEW SECTION. 501.105A **Forms.**

11 The secretary of state may produce and publish a form for any
12 document required to be filed under this chapter, including as
13 described in section 501.105.

14 DIVISION IX

15 IOWA COOPERATIVE ASSOCIATIONS

16 Sec. 23. Section 501A.102, Code 2018, is amended by adding
17 the following new subsection:

18 NEW SUBSECTION. 8A. "*Document*" means information that
19 is inscribed on a tangible medium or that is stored in an
20 electronic or other medium and is retrievable in perceivable
21 form.

22 Sec. 24. NEW SECTION. 501A.201A **Forms.**

23 The secretary may produce and publish a form for any document
24 required to be filed under this chapter, including as described
25 in section 501A.201.

26 Sec. 25. REPEAL. Section 501A.206, Code 2018, is repealed.

27 DIVISION X

28 NONPROFIT CORPORATIONS

29 Sec. 26. Section 504.111, subsection 8, Code 2018, is
30 amended by striking the subsection.

31 Sec. 27. NEW SECTION. 504.111A **Forms.**

32 The secretary of state may produce and publish a form for any
33 document required to be filed under this chapter, including as
34 described in section 504.111.

35 Sec. 28. REPEAL. Section 504.112, Code 2018, is repealed.

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EXPLANATION

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The inclusion of this explanation does not constitute agreement with
the explanation's substance by the members of the general assembly.

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4 BILL'S PROVISIONS. This bill amends a number of provisions
5 affecting a person who files a document (which may also be
6 referred to as a record) relating to a business entity with
7 the secretary of state. The bill authorizes the secretary
8 of state to publish a form for any such document required
9 or allowed to be filed. Currently, the secretary of state
10 is sometimes authorized to prescribe forms for specified
11 documents, (for example, see Code section 490.121) and those
12 provisions have been replaced by a general authority to produce
13 and publish forms. The bill may cause a state agency or
14 political subdivision to offer for sale to the public a service
15 or product that competes with private enterprise.

16 BACKGROUND. The Code regulates business entities operating
17 on a profit, cooperative, or nonprofit basis. Each type of
18 entity is governed by its own Code chapter but generally
19 shares a number of the same document filing requirements.
20 The types of documents that entities file with the office
21 include documents providing for the organization or formation
22 of the entity, including its business affairs, the rights
23 and obligations of its equity holders, and its management;
24 authorization for a foreign entity to transact affairs in this
25 state; recording of facts regarding some extraordinary event in
26 the entity's life such as a merger, consolidation, dissolution,
27 or reinstatement; or amending a document which has been filed.